

**MINUTES OF THE MEETING OF
THE PARTNERSHIPS AND LIMITED LIABILITY COMPANIES COMMITTEE
OF THE BUSINESS LAW SECTION OF THE CALIFORNIA STATE BAR**

September 28, 2007

Eric Sternberger, Vice Chair of the Committee, called the meeting to order at 10:00 A.M. Members present were Charles McKee, Secretary, Phil Jelsma, Jessica Karner, and Ron Wargo. Also present by invitation of the Vice Chair was Allan Duboff, Executive Committee Liaison.

I. Administrative Matters

A. Thanks to Ed Gartenberg. Eric Sternberger thanked Ed Gartenberg for his service as the Chair of the Committee for the 2006-2007 year, and for the leadership that Ed provided.

B. Minutes. The Minutes for the August 16, 2007 meeting were reviewed and approved as submitted.

C. Membership. The Committee has several new members, two of whom, Jessica Karner and Ron Wargo, are in attendance. Welcome to all of the new members. The Committee also discussed the idea of inviting a law professor who specializes in partnerships and limited liability companies to join the Committee. However, it appears that there may not be any professors in California who specialize in this subject area.

D. Secretary. Eric Sternberger stated the need to find a person to serve as the Secretary of the Committee for the new year. Several people were discussed, and Eric, as the incoming Chair, will look for a Secretary.

E. Workroom. Eric Sternberger stated that it would be useful to establish an Internet workroom for the Committee through the Business Law Section. It would be helpful in connection with preparing the *Guide to Forming and Operating a Limited Partnership in California*, analyzing the new Uniform Limited Liability Company Act, and storing comments for clean-up legislation for RERULPA. Allan Duboff agreed to forward this request to the Executive Committee.

F. Executive Committee. Allan Duboff mentioned the orientation for the new leadership of the standing committees given by the Executive Committee given on September 14. Both the incoming Chair and Vice Chair attended. Allan also suggested that the seminar that Phil Jelsma presented at the Annual State Bar meeting on RERULPA should be made into a webinar, so that it would be available to a much wider audience. Phil agreed to do so, and would coordinate with Allan as to a date.

G. Legislation. Phil Jelsma reported that AB157 had passed both the Senate and the Assembly and was on the Governor's desk for signature. This measure would change the LLC gross receipts fee to apportion the fee based on California income, retroactive to January 1, 2007. Phil also noted that the new Uniform Limited Liability Company Act had been approved by both NCCUSL and the ABA. Phil is gathering materials about the act and will circulate them to the Committee for discussion at the next meeting.

II. Subcommittee Reports

A. Publications Subcommittee (Eric Sternberger). *Guide to Forming and Operating a Limited Partnership in California*. Eric Sternberger circulated a draft of a Table of Contents for the Guide. He asked the members to review it and provide him with comments, and that the Committee would discuss it next meeting. The Committee also discussed various issues with preparing the Guide, such as staffing, and Allan Duboff provided insights from his experience in preparing the LLC Guide. Allan also noted that the Executive Committee now has a Publications Subcommittee, which will need to review and approve the Guide prior to publication.

B. Education Subcommittee. Eric Sternberger noted that Phil Jelsma presented his program on RERULPA at the Annual State Bar meeting, and that Phil would work to prepare a webinar on this subject.

C. Webpage Subcommittee (Charles McKee). Charles McKee reported that he had submitted materials to update the webpage. He also asked the incoming Chair to prepare a letter for the webpage, and to recruit assistance in preparing the Guide.

III. New Development

None were noted.

IV. Practice Issues

None were noted.

There being no further business to come before the Committee, the Vice Chair declared the meeting adjourned at 10:45.